

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Gary S. Lee  
Anthony Princi  
Jamie Levitt

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: ) Case No. 12-12020 (MG)  
 )  
RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
Debtors. ) Jointly Administered  
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**PROPOSED AGENDA FOR MATTERS SCHEDULED  
TO BE HEARD ON SEPTEMBER 19, 2012 AT 10:00 A.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY  
10004-1408

**I. STATUS CONFERENCE**

1. Debtors' Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements [Docket No. 1176]

**Related Documents:**

- a. Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements [Docket No. 320]
- b. Notice of Filing of Corrected Exhibit 6 to Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements [Docket No. 321]

- c. Amended Notice of Hearing on Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements [Docket No. 322]
- d. Notice of Filing of Corrected Exhibit 5 to Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements [Docket No. 328]
- e. Second Amended Notice of Hearing on Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Settlement Agreements [Docket No. 392]
- f. Notice of Initial Case Conference Regarding (I) Debtors' Motion for Entry of an Order Under Bankruptcy Rule 6006 Authorizing the Debtors to Assume Plan Support Agreements with Steering Committee Consenting Claimants, (II) Debtors' Motion for Entry of an Order Under Bankruptcy Code Section 365 and Bankruptcy Rule 6006 Authorizing the Debtors to Assume Plan Support Agreements with Talcott Franklin Consenting Claimants, and (III) Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements [Docket No. 473]
- g. Notice of Adjournment of Hearing and Extension of Objection Deadline on RMBS Trust Settlement and Plan Support Agreements to Times and Dates To Be Determined [Docket No. 519]
- h. MBIA Insurance Corporation's Status Report Regarding Discovery Concerning the RMBS Trust Settlement Agreements and RMBS Trust Plan Support Agreements [Docket No. 705]
- i. Statement Submission in Support of Scheduling Order Jointly Proposed by Certain RMBS Trustees [Docket No. 857]
- j. Partial Joinder of Wells Fargo Bank, N.A. As Master Servicer for Residential Mortgage Backed Securities Trusts to Submission in Support of Scheduling Order Jointly Proposed by Certain RMBS Trustees [Docket No. 858]
- k. Statement of Official Committee of Unsecured Creditors in Support of Scheduling Order Jointly Proposed by Committee and Certain RMBS Trustees [Docket No. 860]
- l. Notice of Proposed Omnibus Scheduling Order Regarding Debtors' (i) Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements; and (ii) Sale Motion, Only With Respect to the Bank of New York Mellon Trust Company, N.A., Deutsche Bank Trust Company Americas, Deutsche Bank National Trust Company, U.S. Bank National Association, and Wells Fargo Bank N.A., in their Capacities as

Trustees, Indenture Trustees, or Master Servicers (the "Limited Objectors") [Docket No. 862]

- m.** Statement of Joinder of Financial Guaranty Insurance Company to the Proposed Schedule Submitted In Connection With Statement of Official Committee of Unsecured Creditors in Support of Scheduling Order Jointly Proposed by the Committee and Certain RMBS Trustees [Docket No. 865]
- n.** Notice of Status Conference Regarding (I) Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, and (II) Order Under 11 U.S.C. §§ 105, 363(b) and 365 (I) Authorizing and Approving Sale Procedures, Including Payment of Break-Up Fees; (II) Scheduling Bid Deadline, Auction (If Necessary) and Sale Hearing; (III) Establishing Assumption and Assignment Procedures Including Procedures for Fixing Cure Amounts; and (IV) Establishing Notice Procedures and Approving Forms of Notice [Docket No. 922]
- o.** Notice of Revised Joint Omnibus Scheduling Order Regarding Debtors' (I) Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, and (II) the RMBS Trustees' Limited Objection to the Sale Motion [Docket No. 926]
- p.** Amended Notice of Proposed Order - Revised Joint Omnibus Scheduling Order Regarding Debtors' (I) Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, and (II) the RMBS Trustees' Limited Objection to the Sale Motion [Docket No. 928]
- q.** Revised Joint Omnibus Scheduling Order and Provisions for Other Relief Regarding (I) Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements, and (II) The RMBS Trustees' Limited Objection to the Sale Motion signed on 7/31/2012 [Docket No. 945]
- r.** Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1242]
- s.** Status Report regarding Debtors Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreement [Docket # 320] and Debtors Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreement [Docket # 1176] [Docket No. 1373]
- t.** Response of Official Committee of Unsecured Creditors to Debtors' September 7, 2012 Status Report Regarding Their Initial and Supplemental Motions for Approval of RMBS Trust Settlement Agreement [Docket No. 1395]

- u. Joinder of MBIA Insurance Corporation to the Response of the Official Committee of Unsecured Creditors to Debtors' September 7, 2012 Status Report Regarding Their Initial and Supplemental Motions for Approval of RMBS Trust Settlement Agreement [Docket No. 1402]
- v. Notice of Conference on the Status of Discovery and Other Matters Related to Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Settlement Agreements [Docket No. 1429]

**Responses Received:**

- a. Objection [of Triaxx] to Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements [Docket No. 481]
- b. Joinder of Wells Fargo Bank, N.A., as Master Servicer for Residential Mortgage Backed Securities Trusts to "Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion" [Docket No. 1243]
- c. Joinder of U.S. Bank National Association as Master Servicer for Residential Mortgage Backed Securities Trusts to The Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1246]
- d. Joinder of the Frost National Bank in RMBS Trustees' Pre-Auction Objection to Debtors' Sale Motion [Docket No. 1249]
- e. Joinder of The Bank of New York Mellon as Master Servicer for Residential Mortgage Backed Securities Trusts to The Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1250]
- f. Objection of TCF National Bank to Sale Motion and Joinder in Objections of RMBS Trustees [Docket No. 1452]

**Status:** The status conference on this matter will be going forward.

Dated: September 17, 2012  
New York, New York

/s/ Anthony Princi  
Gary S. Lee  
Anthony Princi  
Jamie Levitt  
MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900

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